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Phone : (561) 999-9300  
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**FLORIDA LIMITED LIABILITY CO.  
HBRC Manager LLC**

Certificate of Status	1
Certified Copy	0
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**D. BRUCE**

MAY - 7 2010

**EXAMINER**

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the limited liability company is:

**HBRC Manager LLC**

**ARTICLE II - Address:**

The street and mailing address of the principal office of the limited liability company is:

5454 Wisconsin Avenue  
Chevy Chase, MD 20815-6950

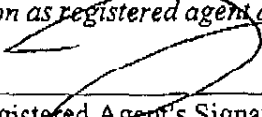
**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature**

The name and Florida street address of the registered agent are:

**Lloyd Granet, P.A.  
2295 NW Corporate Boulevard, Suite 235  
Boca Raton, FL 33431-7330**

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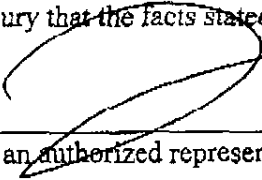
*Having been named as registered agent and to accept service of process for the above stated limited liability company or the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F. S.*

By:   
Registered Agent's Signature

**ARTICLE IV - Manager:**

The initial Manager shall be Gary Jaffe and he shall serve until he resigns or a replacement is elected.

(In accordance with section 608.403(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

  
Signature of a member or an authorized representative of a member

**Lloyd Granet**  
Typed or printed name of signee

9. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. RETURN OF CAPITAL

No member shall have the right to demand the return of his or her contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

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12. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. AUTHORIZED REPRESENTATIVE

The name and address of the Authorized Representative signing these Articles is Alan B. Cohn, 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 6 day of May 2010.

  
Alan B. Cohn

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

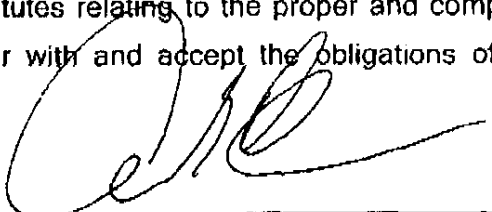
1. The name of the limited liability company is:

VERTICAL HOLDINGS, LLC

2. The name and address of the registered agent and office is:

Alan B. Cohn  
100 West Cypress Creek Road, Suite 700  
Ft. Lauderdale, Florida 33309

Having been named as registered agent and to accept service of process for the  
above stated limited liability company at the place designated in this certificate, I hereby  
accept the appointment as registered agent and agree to act in this capacity. I further  
agree to comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

  
\_\_\_\_\_  
Alan B. Cohn

Dated: 5/6/10

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